

# B21000000177

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To:

Division of Corporations  
Fax Number : (850) 617-6383

From:

Account Name : CAPITOL SERVICES, INC.  
Account Number : I20160000017  
Phone : (855) 498-5500  
Fax Number : (800) 432-3622

2021 APR 29 PM 2:23

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

2021 APR 29 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA/FOREIGN LP/LLP  
CLEMATIS BANYAN INVESTORS LP**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$1,052.50

SA/V

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Clematis Banyan Investors LP  
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida.

Please return all correspondence concerning this matter to:

Christina T. Rodriguez

Contact Person

c/o Haynes and Boone, LLP

Firm/Company

2323 Victory Avenue, Suite 700

Address

Dallas, Texas 75219

City, State and Zip Code

adam@midnightholdings.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Adam Demark

Name of Contact Person

at ( 917 ) 514.6546

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$1,000.00 Filing Fee  
(\$965 Filing Fee and  
\$35 Registered Agent  
Fee)

☐ \$1,008.75 Filing Fees  
and Certificate of  
Status

☒ \$1,052.50 Filing Fees  
and Certified Copy

☐ \$1,061.25 Filing Fee,  
Certified Copy, and  
Certificate of Status

Mailing Address:

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address:

Registration Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR  
LIMITED LIABILITY LIMITED PARTNERSHIP  
TO TRANSACT BUSINESS IN FLORIDA**

1. Clematis Banyan Investors LP

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.

2. Delaware

State or Country of Formation

3. April 28, 2021

Date of Formation

4. Federal Employer Identification Number: None

5. Name of Registered Agent for Service of Process and Florida Street Address:

Adam Demark

440 Royal Palm Way, Suite 100

Palm Beach, Florida 33480

6. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

/s/ Adam Demark

Signature of Registered Agent

7. Principal Office:

440 Royal Palm Way, Suite 100

Palm Beach, Florida 33480

8. Mailing Address:

440 Royal Palm Way, Suite 100

Palm Beach, Florida 33480

9. If limited partnership is a limited liability limited partnership, check box. ☐

10. Name, principal office address, and mailing address of each general partner:

Name of General Partner: BA Clematis Banyan, LP

Street Address: 440 Royal Palm Way, Suite 100  
Palm Beach, Florida 33480

Mailing Address: \_\_\_\_\_

Name of General Partner: \_\_\_\_\_

Street Address: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

Name of General Partner: BA Clematis Banyan GP, LLC

Street Address: 440 Royal Palm Way, Suite 100  
Palm Beach, Florida 33480

Mailing Address: \_\_\_\_\_

Name of General Partner: \_\_\_\_\_

Street Address: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

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Name of General Partner: \_\_\_\_\_ Name of General Partner: \_\_\_\_\_  
Street Address: \_\_\_\_\_ Street Address: \_\_\_\_\_  
\_\_\_\_\_  
Mailing Address: \_\_\_\_\_ Mailing Address: \_\_\_\_\_  
\_\_\_\_\_

11. Effective date, if other than the date of filing: \_\_\_\_\_  
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)  
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 28th day of April, 2021

/s/ Adam Demark, on behalf of BA Clematis Banyan, LP,  
by BA Clematis Banyan GP, LLC, its General Partner

Signature of a general partner

The individual signing this document affirms that the facts stated herein are true and the individual is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

<b>Filing Fees:</b>	<b>\$1,000.00</b> (\$965 Filing Fee and \$35 Registered Agent Fee)
<b>Certified Copy (optional):</b>	<b>\$52.50</b>
<b>Certificate of Status (optional):</b>	<b>\$8.75</b>

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2021 APR 29 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4845.8393.4943

# Delaware

The First State

Page 1

I, **JEFFREY W. BULLOCK**, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "**CLEMATIS BANYAN INVESTORS LP**" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "**CLEMATIS BANYAN INVESTORS LP**" WAS FORMED ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.

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2021 APR 29 AM 8:35  
CLERK OF THE COURT  
TALLAHASSEE, FLORIDA



5878338 8300

SR# 20211492611

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203079663

Date: 04-28-21